



Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Name of the Company: ACC Limited
Quarter ending on: 31st December, 2015

I Composition of Board of Directors											
Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks	
Mr	Mr N S Sekhsaria	AALPS0205L 00276351	Chairperson/ Non Executive/ Independent	24.07.2014	5	2	0	0	Nomina-tion & Remu-neration		
Mr	Mr Bernard Terver	Not Applicable 06771125	Non Executive/ Non Independent	04.12.2013		2	3	1	Audit/ Stake-holders/ Risk/ Nomination & Remu-neration		
Mr	Mr Harish Badami	AAAPB0277A 02298385	Executive	13.08.2014	5	1	1	0	Stake-holders/ Risk		
Mr	Mr Eric Olsen	Not Applicable 07238383	Non Executive/ Non Independent	17.07.2015		2	0	0	Nomination & Remunera-tion	Appointed as an Additional Director	

Title (Mr./ Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mr	Mr Shailesh Haribhakti	AAAPH0574L 00007347	Non Executive/ Independent	24.07.2014	5	7	5	4	Stakeholders/ Risk/ Nomination & Remuneration	
Mr	Mr Sushil Kumar Roongta	AAAPR4551P 00309302	Non Executive/ Independent	24.07.2014	5	6	3	1	Audit	
Mr	Mr Ashwin Dani	AAAPD5464H 00009126	Non Executive/ Independent	24.07.2014	5	6	5	2	Audit/ Nomination & Remuneration	
Mr	Mr Farrokh K Kavarana	AAFPK2634R 00027689	Non Executive/ Independent	24.07.2014	5	2	2	0	Audit/ Nomination & Remuneration	
Mr	Mr Vijay Kumar Sharma	ABKPS6305H 02449088	Non Executive/ Non Independent	09.04.2014		5	0	0		
Mr	Mr Arunkumar R Gandhi	AADPG1145R 00007597	Non Executive- Independent	24.04.2014	5	4	3	1	Audit	



Title (Mr./Ms)	Name of the Director	PAN & DIN	Category (Chairperson/ Executive/ Non Executive / Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure	No. of Directorships in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee including this listed entity	No. of post of chairperson on Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees	Remarks
Mrs	Mrs Falguni Nayar	ABHPN4229N 00003633	Non Executive/ Independent	24.04.2014	5	7	2	0	Risk	
Mr	Christof Hassig	Not Applicable 01680305	Non Executive/ Non Independent	09.12.2015		2	0	0		Appointed as an Additional Director

Composition of Committee

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)
Audit Committee	Mr Arunkumar Gandhi	Chairperson/Non Executive/Independent
	Mr Bernard Terver	Non Executive
	Mr Sushil Kumar Roongta	Non Executive/Independent
	Mr Ashwin Dani	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
Nomination & Remuneration Committee	Mr Ashwin Dani	Chairperson/Non Executive/Independent
	Mr N S Sekhsaria	Non Executive/Independent
	Mr Bernard Terver	Non Executive
	Mr Shailesh Haribhakti	Non Executive/Independent
	Mr Farrokh K Kavarana	Non Executive/Independent
	Mr Eric Olsen	Non Executive

Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non Executive/Independent/Nominee)	
Risk Management Committee	Mr Shailesh Haribhakti	Chairperson/Non Executive/Independent	
	Mr Bernard Terver	Non Executive	
	Mrs Falguni Nayar	Non Executive/Independent	
	Mr Harish Badami	Executive	
Stakeholders' Relationship Committee	Mr Bernard Terver	Chairperson/Non Executive	
	Mr Shailesh Hairbhakti	Non Executive/Independent	
	Mr Harish Badami	Executive	
	Mr Sushil Kumar Roongta	Non Executive/Independent	
	Mr Shailesh Haribhakti	Non Executive/Independent	
	Mr Harish Badami	Executive	
III Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)	
17 th July 2015	20 th October 2015	95 days	
	9 th December 2015		
IV Meeting of Committees			
Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Audit Committee			
20 th October 2015	Yes, 4 out of 5 Members	17 th July 2015	95 days
9 th December 2015	Yes, 5 out of 5 Members		
Stakeholders' Relationship Committee			
20 th October 2015	Yes, 3 out of 3 Members	16 th July 2015	96 days
7 th December 2015	Yes, 3 out of 3 Members		

Date(s) of Meeting of the Committee (if any) in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of Meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
Nomination & Remuneration Committee			
20 th October 2015	Yes, 5 out of 6	16 th July 2015	96 days
8 th December 2015	Yes, 5 out of 6		
Risk Management Committee			
16 th October 2015	Yes, 3 out of 3	-	
7 th December 2015	Yes, 4 out of 4		
V Related Party Transactions			
Subject		Compliance Status (Yes/No/NA)	
Whether prior approval of Audit Committee obtained		Yes	
Whether shareholder approval obtained for material RPT		NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		Yes	

VI Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders' Relationship Committee
 - d. Risk Management Committee
3. The Committee Members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. The Meetings of the Board of Directors and the above Committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

As the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 have come into effect from 1st December 2015, the Quarterly Compliance Reports for the quarters ended September 2015 and December 2015 will be placed before the Board of directors at the forthcoming Board Meeting.

Burjor D Nariman
Company Secretary & Head Compliance

Pursuant to SEBI (Listing Obligations and Disclosure Requirements), regulations, 2015 we give below the compliance report on Corporate Governance as under:

Name of the Company: ACC Limited

Financial Year ended: 31st December, 2015

I Disclosure on website in terms of Listing Regulations				
Item		Compliance Status (Yes/No/NA)	Remarks	
Details of business		Yes		
Terms and conditions of appointment of Independent Directors		Yes		
Composition of various committees of Board of Directors		Yes		
Code of Conduct of Board of Directors and Senior Management Personnel		Yes		
Details of establishment of Vigil Mechanism/Whistle Blower Policy		Yes		
Criteria of making payments to Non Executive Directors		Yes		
Policy on dealing with Related Party Transactions		Yes		
Policy for determining 'material' subsidiaries		Yes		
Details of familiarization programmes imparted to Independent Directors		Yes		
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes		
E-mail address for grievance redressal and other and other relevant details		Yes		
Financial Results		Yes		
Shareholding Pattern		Yes		
Details of Agreements entered into with the media companies and/or their associates		NA		
New name and the old name of the listed entity		NA		
II Annual Affirmations				
Particulars		Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Independent Director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'		16(1)(b) & 25(6)	Yes	
Board Composition		17(1)	Yes	
Meeting of Board of Directors		17(2)	Yes	
Review of Compliance Reports		17(3)	Yes	
Plans for orderly succession for appointments		17(4)	Yes	
Code of Conduct		17(5)	Yes	
Fees/compensation		17(6)	Yes	

Particulars	Regulation Number	Compliance Status (Yes/No/NA)	Remarks
Minimum information	17(7)		
Compliance Certificate	17(8)	Yes	
Risk Assessment and Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes	
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
Composition and role of Risk Management Committee	21(1),(2), (3), (4)	Yes	
Vigil Mechanism	22	Yes	
Policy for Related Party Transaction	23(1),(5)(6) (7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	NA	
Composition of Board of Directors of unlisted material subsidiary	24(1)	NA	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
Maximum Directorship & Tenure	25(1) & (2)	Yes	
Meeting of Independent Directors	25(3) & (4)	Yes	
Familiarization of Independent Directors	25(7)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to Code of Conduct from Members of the Board of Directors and Senior Management Personnel	26(3)	Yes	
Disclosure of Shareholding by Non Executive Directors	26(4)	Yes	
Policy with respect to obligations of Directors and Senior Management	26(2) & 26(5)		

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the words "NA" may be indicated.
2. If status is "No" details of non compliance may be given here
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - Yes

Mr Burjor D Nariman
Company Secretary & Head Compliance